

EXHIBIT 3

PRECEDENTIAL

**UNITED STATES COURT OF APPEALS
FOR THE THIRD CIRCUIT**

Nos. 08-3621, 08-3790, 08-3791 & 08-3857

**IN RE: COMMUNITY BANK OF NORTHERN VIRGINIA
AND GUARANTY NATIONAL BANK OF
TALLAHASSEE SECOND MORTGAGE LOAN
LITIGATION (MDL 1674)**

**Objecting Class Members,
Appellants (08-3621)
(Pursuant to Fed. R. App. P. 12(a))**

**Alabama and Georgia Objecting Class
Members,
Appellants (08-3790)
(Pursuant to Fed. R. App. P. 12(a))**

**Richard H. Heady, Jr., Robert Rowley, Arline
Rowley, Galen Hurt, Darrell Turner, Michael
Rich, Edna Rich, Patrick Franklin, Michael
Graham, Tracy Graham, Eric Lewis, Barbara
Lewis, David Davidson, Michael Moore, Karla
Moore, Anthony Dixon and Kathy Dixon.**

**Appellants (08-3791)
(Pursuant to Fed. R. App. P. 12(a))**

IV. Conclusion

In summary, we conclude the District Court applied an incorrect legal standard, and thus abused its discretion, in determining that the named plaintiffs and class counsel are adequate representatives for the class. In addressing the adequacy requirements on remand, the Court should in particular consider, consistent with the standards we have discussed, (1) whether a subclass of class members with timely RESPA and/or TILA/HOEPa claims should be created; and (2) whether class counsel are adequate representatives for the class, and/or any subclasses that may be created, in light of counsel's justifications given for their decision not to bring TILA/HOEPa claims on behalf of the class.

difficult for the Court to engage in the reflection needed to exercise its fiduciary duty to assure that the settlement process was procedurally fair. . . . We believe it is the responsibility of counsel, consistent with their obligations to their clients, to assist the district courts in their difficult tasks of managing often unwield[y] class actions by eliminating unnecessary motions, exercising restraint in filing objections, and treating opposing counsel with the civility that should characterize attorney relations.

418 F.3d at 320 n.37.

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Lewis, Barbara Lewis, David Davidson, Michael
Moore, Karla Moore, Anthony Dixon and Kathy
Dixon.

Appellants (08-3791)
(Pursuant to Fed. R. App. P. 12(a))

Troy Elliott, Lorraine Oswald and Ruth D.
Mathis-Wisseh,
Appellants (08-3857)
(Pursuant to Fed. R. App. P. 12(a))

No. 09-2001

JOHN DRENNEN; ROWENA DRENNEN; DAVID GARNER; DIANE GARNER;
SHAWN STARKEY; LORENE STARKEY,

Appellants

v.

PNC BANK NATIONAL ASSOCIATION; GMAC-RESIDENTIAL FUNDING
CORPORATION, a Minnesota Corporation;
HOMECOMINGS FINANCIAL NETWORK INC., a Delaware Corporation

Appeal from the United States District Court
for the Western District of Pennsylvania
(D.C. Civil Action Nos. 2-03-cv-00425/01201/00688/2-05-cv-01386)
District Judge: Honorable Gary L. Lancaster

Argued April 20, 2010

Before: SCIRICA*, Chief Judge, AMBRO, Circuit Judge and JONES**, District Judge

(Opinion filed September 22, 2010)

ORDER AMENDING PRECEDENTIAL OPINION

AMBRO, *Circuit Judge*

IT IS NOW ORDERED that the published Opinion in the above case filed September 22, 2010, be amended as follows:

On page 9, line 5, insert the following sentence after the period following “settlement”: “(This shorthand, however, does not include the objecting class members from North Carolina, whose arguments we address separately in Part III.A.5 below.)”

On page 16, second full paragraph, line 3, insert a semicolon after the word “action” and before the superscript footnote 6.

* Judge Scirica completed his term as Chief Judge on May 4, 2010.

**The Honorable John E. Jones, III, United States District Judge for the Middle District of Pennsylvania, sitting by designation.

On page 54, replace the first word ("reduces"), with "comes", so that the phrase reads: "comes to the conclusion".

On page 83, last line, insert the following phrase within the parentheses, and after the name "Wisseeh": " , collectively referred to as the "North Carolina Objectors".

On page 86, footnote 30, line six, insert the words "before us" after the phrase "in the current appeal".

On page 95, last line, insert a new footnote 34 at the end of the sentence (after "decisions.") that reads: "The North Carolina Objectors, discussed *supra* in Part III.A.5, did not join in the motion for reassignment."

All subsequent footnotes will be renumbered sequentially, so that on page 97, footnote 34 becomes 35; on page 98 footnote 35 becomes 36, and on page 99 footnote 36 becomes 37.

On page 100, within the conclusionary paragraph, line 8, insert the following phrase after the semicolon: "(2) whether a subclass of class members from North Carolina should be created;" and change the subsequent "(2)" to "(3)".

By the Court,

/s/ Thomas L. Ambro, Circuit Judge

Dated: October 20, 2010